

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

ARGONAUT INSURANCE COMPANY,

Petitioner,

- against-

GLOBAL REINSURANCE
CORPORATION - U.S. BRANCH,

Respondent/
Counter-Petitioner

: Docket No. 07 CV 6222 (SHS)
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: DECLARATION OF
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: BARRY R. KEOGH
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: FILED UNDER SEAL
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I, BARRY R. KEOGH, declare the following to be true under penalty of perjury and pursuant to 28 U.S.C. § 1746:

1. I am a Senior Vice President of GLOBAL Reinsurance Corporation - U.S. Branch working at its office located at 1345 Avenue of the Americas, New York, New York.

2. GLOBAL Reinsurance Corporation - U. S. Branch is the United States branch office of a German company - Globale Rueckversicherungs-Aktiengesellschaft, formerly known as Gerling Konzern Globale Rueckversicherungs-Aktiengesellschaft. Globale Rueckversicherungs-Aktiengesellschaft's operations in the United States are not separately incorporated. Globale Rueckversicherungs-Aktiengesellschaft is a company organized and existing under the laws of Germany.

3. Globale Rueckversicherungs-Aktiengesellschaft
(hereinafter simply "GLOBAL") translated into English is "Global

Reinsurance Corporation." GLOBAL is in the business of reinsurance throughout the world, and for its operations in the United States, it designates and goes by the English name, "GLOBAL Reinsurance Corporation - U. S. Branch."

4. WINSOR Verwaltungs-Aktiengesellschaft ("WINSOR"), formerly known as Gerling-Konzern Versicherung Beteiligungs-Aktiengesellschaft, is also a company organized and existing under the laws of Germany, with its principal place of business in Cologne, Germany, and is the parent of GLOBAL, such that both GLOBAL and its parent are German-based and German-owned companies.

5. GLOBAL's principal place of business and headquarters are located in Cologne, Germany. GLOBAL has several branch offices located outside of Germany, including the United States Branch in New York, New York.

6. As a Senior Vice President working in the New York office of GLOBAL, I report directly to Bard Bunaes, the chief executive in the United States for GLOBAL, who also works in the New York office. In turn, Bard Bunaes reports to Dr. Achim Kann, the chairman of the executive board of GLOBAL in Cologne, Germany. As such, the U.S. Branch office ultimately reports to GLOBAL's home office in Cologne, Germany.

7. The United States management team only manages the United States Branch of GLOBAL, we do not have responsibilities

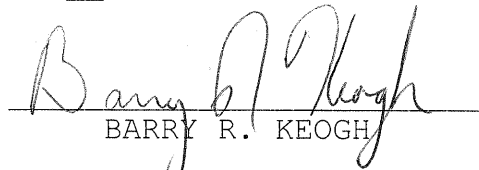
for GLOBAL's other offices or operations around the world. It is my understanding that those other offices of GLOBAL located outside of Germany, like the United States Branch office, consider the home office and main headquarters for GLOBAL to be in Germany.

8. Policy directives for GLOBAL's U.S. Branch originate from the home office in Cologne, Germany while the day to day management of the United States Branch is left in the hands of the U.S. management team here in New York.

9. I, and others in the United States Branch office of GLOBAL, regularly communicate with others in GLOBAL's home offices in Germany. On occasion, I travel to GLOBAL's home office in Germany to discuss the U.S. Branch operations.

10. The U.S. Branch of GLOBAL is not a separate and distinct entity from GLOBAL. The U.S. Branch, which has its office in New York, is only one branch office of GLOBAL which has operations and offices worldwide in Germany, Canada, France, Australia and other countries. I consider the principal place of business of GLOBAL to be in Cologne, Germany.

I declare under penalty of perjury that the foregoing is true and correct. Executed on August 22, 2007.


BARRY R. KEOGH

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